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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
ORM LIMITED OFFERING EXEMPTION

| OMB APP | ROVAL |
|-----------------|--------------|
| OM8 Number: | 3235-007 |
| Expires: | May 31, 2005 |
| Estimated avera | age burden |
| ha ra an ranna | 40.00 |

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| UNIFORM LIMITED OFFERING EXEM | IIION |
|--|--|
| Name of Offering (check if this is an amendment and name has changed, and indicate change.) | |
| Hubco Exploration, Inc. January 12, 2005 Offering of 8% Promissory Notes with Working In | CALTURE TO PROTOCOL AND AND THE STATE OF THE |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment | ULOS ALLES |
| Type of Filing: New Filing Amendment | |
| A. BASIC IDENTIFICATION DATA | |
| t. Enter the information requested about the issuer | 05045517 |
| Name of Issuer (check if this is an amendment and name has changed, and indicate change.) | 03043317 |
| Hubco Exploration, Inc. | · |
| Address of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) |
| 10 Plymouth Road, Rye, NY 10580 | (914) 967-5151 |
| Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) | Telephone Number (including Area Code) |
| Brief Description of Business | PROCESS |
| Identification and drilling of oil and gas prospects | FEB 2 6 2005 |
| Type of Business Organization [X] corporation [Initial partnership, already formed [Initial partnership]] [Initial partnership, already formed [Initial partnership]] | please specify): |
| corporation limited partnership, already formed other () business trust limited partnership, to be formed | please specify): THOMSON FINANCIAL |
| Actual or Estimated Date of Incorporation or Organization: Month Year Actual or Estimated Date of Incorporation or Organization: | mated |
| GENERAL INSTRUCTIONS | |
| Federal: Who Minst File: All issuers making an offering of securities in reliance on an exemption under Regulation D 77d(6). | or Section 4(6), 17 CFR 230,501 et seq. or 18 U.S.C. |
| When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. | |
| Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 | 549. |
| Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually photocopies of the manually signed copy or bear typed or printed signatures. | ly signed. Any copies not manually signed must be |

Filing Fee: There is no federal filing fee.

not be filed with the SEC.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Information Required: A new filing must contain all information requested. Amountments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need

- ATTENTION -

Failure to life notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

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| | | | . " | - 1 | A. BASIC IDE | NTI | FICATION DATA | | | | |
|------------------------|---------------------------------------|---------|-----------------|--|--|--|--|---|--|---|--|
| 2. Enter | r the information r | equest | ed for the fo | llowin | g: | e de la constante de la consta | | | *************************************** | | |
| • | Each promoter of | the iss | suer, if the is | suer h | as been organized w | ithin | the past five years; | | | | |
| • | Buch beneficial ov | vner hi | iving the pow | er to 1 | ote or dispose, or dir | ect th | e vote or disposition | of, 10 | % or more (| fa ela: | is of equity securities of the issuer |
| • | Each executive of | licer a | nd director o | f corp | orate issuers and of | corpe | rate general and mar | raging | partners of | parine | ership issuers; and |
| • | Each general and | manag | jing partner u | f part | nership issuers. | | | | | | |
| Check Bos | s(es) that Apply: | | Promotei | Ø | Beneficial Owner | И | Executive Officer | Ø | Director | | General and/or Managing Pariner |
| Full Name | (Last name first, | if indi | vidual) | ······································ | | ************ | (2015) - Order to the construction of the cons | ***************** | *************************************** | · · · · · · · · · · · · · · · · · · · | |
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| | or Residence Addresoon, 10 Plymout | | | | , City, State, Zip Ca , 10580 | de) | | | and and an extendion of the continued o | | reason from an first the an art first that are the art are are are are are are are are are are |
| Check Box | x(es) that Apply: | | Promoter | O | Beneficial Owner | B | Executive Offices | Ø | Director | | General and/or Managing Partner |
| Full Name Prentice, | (Last name first, , Irving | if indi | viđual) | ······································ | _{r dag} with the followed and characteristic state characteristic state and competitive, if the ex- | nie niekle dan neuen | #1999 Prince of the second | , , , , , , , , , , , , , , , , , , , | *************************************** | *************************************** | дення (_{т. т.} по том филомору, степт удет моро формация инститива в применення |
| | or Residence Addr o, 10 Plymouth F | | | | , City, State, Zip Co 10580 | de) | de Chap Mell de Marcin con prima proporción in <mark>como como como como como como como com</mark> | *************************************** | annicontante e conscionante de la conscionante de l | *************************************** | · · · · · · · · · · · · · · · · · · · |
| Check Box | x(és) that Apply: | | Premoter | Π | Beneficial Owner | O | Executive Officer | Z | Director | | General and/or Managing Partner |
| | (Last name first. Lawrence | findi | vidual) | | remainment for the service of make a set all the service of the se | *************************************** | e <mark>nterconsponent construction and construction</mark> construction (Construction of the construction of the cons | | | | and the state of t |
| Business o | or Residence Addre | ess (| Number and | Street | , Cily, State, Zip Co | de) | | | erther recent to the section of the | | aan nagaraa ja a <mark>n maranan ka an manan an an manan an an</mark> |
| do Chola | ima, 1375 Broad | tway, | Suite 404a | , NY | NY 10018 | | | | | | |
| Check Box | x(es) that Apply: | | Promoter | Z | Beneficial Owner | Ŋ | Executive Officer | Ø | Director | | General and/or Managing Partner |
| Full Name Davidoff, | (Last name first, Robert | if indi | vidual) | t too to the state of the state | - Committee of the Comm | ~ · · · · · · · · · · · · · · · · · · · | | | ······································ | | |
| | | | | | City, State, Zip Co 7th Floor, NY, NY | | 22 | essente aurani de rel | for entiren extract colours connected account | ************************************** | |
| Check Box | v(es) that Apply: | | Promoter | 2 | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| Full Name Sanford, | (Last name first, Virginia | if indi | vidual) | | | | and the second s | | *************************************** | | |
| | or Residence Addresside Road, Fairl | | | Street | , City, State, Zip Cu | de) | , per contraction of the contrac | ************************************** | ************************************** | | regional access de la discrimina de discrimina en esta servan en |
| Check Bus | r(es) that Apply: | | Promoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Munaging Partner |
| Full Name | (Last name first, | if indi | vidual) | eris estados en estados e o estados e o estados en entre | | - 1000.11 m/1 m/2 mm-1 m | | *************************************** | | e e e perme mendele constru | |
| Business o | or Residence Addre | :ss (| Number and | Street | , City, State, Zip Co | de) | 923/0907-7.00/988/2010/0909/0909/0909/0909/0909/0909/0909 | errogeneen (Geneen III) | Tradestriden et valurandidet encommen | | |
| Check Box | x(es) that Apply: | | Premoter | | Beneficial Owner | | Executive Officer | | Director | | General and/or Managing Partner |
| Full Name | (Last name first, | if indi | videal) | and the second of the second o | encest (1990 e como: 4 o comenciares e está anoman que entretario esculvida | 90-144-30 Micro Season | est de de la | no directorio del como | erente medicense, en ermens | *************************************** | |
| Business o | or Residence Addre | ss (i | Number and | Street | , City, State, Zip Co | dej | and the second of the second o | Automatikowo n | amen accompany with equipment accompany accompany | ************** | yer o engg (sp. ar Marin nasalatendak engg (sp.) , sasahus asan sasayakka asan saya pisasaya (sp. ar sasah da k |

| | B. INFORMATION ABOUT OFFERING | | | | | | | | | | | | |
|--|---|----------------------|----------------------------|-----------------------|------------------------|---|--|--|---|--|--|--|--|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | Yes | No rei | | |
| •• | Answer also in Appendix, Column 2, if fitting under ULOE, | | | | | | | | | | L | (X) | |
| 2. What is the minimum investment that will be accepted from any individual? | | | | | | | | | | | s 1,000.00 | | |
| 3. | | | | | | | | | | | Yes 🕱 | No □ | |
| 4. | commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | | | | | | | • 0000 |
| Ful | l Name (| Last name | first, if indi | ividual) | | | mereemopopopopopopopilitis, vyvi quizza es usus est | ette en sette sternet ette ette ette ette ette ette ett | e nne ce nseaco.H-bras e mecascone | | *************************************** | | <u></u> |
| Bu | siness or | Residence | VON Address (N | e Jumber and | l Street, Ci | iv State Z | in Code) | ###################################### | 920A | ······································ | | TOTAL CONTRACTOR OF THE PARTY O | merenis/igropy (gricements en e <mark>gappasse</mark> gend |
| A | | | | | | | | en en de la companya | | | | | |
| Na | me of As | sociated Br | okêr or Dei | aler | | | | | | | | | |
| Sta | tes in WI | ich Person | Listed Has | Solicited | or Intends | to Solicit I | Purchasers | anne and a filteriorist and a square of a second | | | | *************************************** | |
| | (Check | "All States | " or check | individual | States) | 9\$£{}} 4499 \$9#4444 9 N | | | *** ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | e a e m m h h m a e q rown M de e e e | \$ \$1.0000055 \ \AAAAAA \aa | | 1 States |
| | AL IL MT RI | AK IN NE SC | AZ IA NV SD | AR KS NH TN | CA KY NJ TX | CO LA NM) UT | ME NY VI | DE MD NC VA | MA ND WA | FL MI OH WV | GA MN OK WI | HI MS OR WY | MO PA PR |
| Fu | II Name (| Last name | first, if ind | ividual) | <u> </u> | ennemental estado en como en en espera y por estado en entre en entre en estado en entre en entre en entre en e | tratian | L. Hillion och til en en til ten en en til en | | | | | The contract of the contract o |
| Bu | siness or | Residence | Address (1 | Number an | d Street, C | Stry, State, S | Zip Code) | | | •••• | | | *************************************** |
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| Sta | ites in Wi | nich Person | Listed Has | Solicited | or Intends | to Solicit | Purchasers | assession of the second of | ······································ | | | | |
| | (Check | "All States | " or check | individual | l States) | *************************************** | - | Gujantkiiiaawayaa | ************** | | , y , a , a , a , a , a , a , a , a , a | ☐ All States | |
| | AL UL MT RT | AX IN NE SC | IAZ IA NV SD | AR KS NH TN | EA KY NJ (TX) | CO LA NM UTT | ME NY VT | (DE) MD NC VA | MA ND WA | MI OH WV | GA MN OK WI | HI MS OR WY | ID MO PA PR |
| Fu | ll Name (| Last name | first, if indi | ividua!) | , ca primenta | alle an consum the charles of a consumer can be consumed to the consumer can be consumer can be consumer can be | internanganyus sepulus atr atis o e negergi | 190000190001900190 on Alexandra and Alexandr | er tri s relicioles colonia en Propositi des relaciones d | | | | *************************************** |
| Bu | siness or | Residence | Address (? | Yumber an | od Street. C | lity, State, l | Zip Code) | rrecent of the little despendent countries | dermiji maadea) (zasçea çaja, hadi (+ ajdat centerno | recense till skill statistiss en en en en e n | - Cartestan agus agus (Cartest Historia s agus ac | Colorodius di Originalis de M | Maria di la spec ial del la special d e e |
| Na | Name of Associated Broker or Dealer | | | | | | | | | | | | |
| Sta | States in Which Person Listed Has Solicited or Intends to Solicit Purchasers | | | | | | | | | | | | |
| | | | " or check | | | | | | ·600 14429497244449 | ********* | y##################################### | □ VI | States |
| | AL II. MI RI | NE IN | AZ) (JA) NV) (SD) | AR KS NH (TN | (CA) KY NJ TX | CO LA NM UT | CTI ME NY VT | DE MD NC VA | DC MA ND WA | FL MI OH WV | GA MN OK WI | HI MS OR WY | MO PA PR |

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
|----|--|--|--|
| | Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debi | | \$ |
| | Equity | | 5 |
| | Common Preferred | | |
| | Convertible Securities (including warrants) | . | \$ |
| | Partnership Interests | | |
| | Other (Specify 8% Promissory Notes with Working Interests up to 3% | | |
| | Total | | |
| | Answer also in Appendix, Column 3, if filing under ULOE. | 2 | The state of the s |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For afferings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | Aggregate |
| | | Number Investors | Dollar Amount of Purchases |
| | Accredited Investors | | c 198,340.00 |
| | Non-accredited Investors | | · · · · · · · · · · · · · · · · · · · |
| | Total (for filings under Rule 504 only) | | \$ \$ 198,340.00 |
| | Answer also in Appendix, Column 4, if filing under ULOE. | The second secon | \$ 120,040,00 |
| 3. | | | |
| | | Type of | Dollar Amount |
| | Type of Offering | Security | Sold |
| | Ruie 505 | | \$ |
| | Regulation A | | \$ |
| | Rule 504 | | ss 0.00 |
| | Total | | 5 0.00 |
| 4 | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | D | \$ |
| | Printing and Engraving Costs | | \$ |
| | Legal Fccs | Z | s 10,000.00 |
| | Accounting Fees | | \$ |
| | Engineering Fees | | \$ |
| | Sales Commissions (specify finders' fees separately) | ****** | \$ |
| | Other Expenses (identify) Blue Sky fees | <u>ē</u> | s 200.00 |
| | Total | | s 10,200.00 |

| والمراد المراد ا | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I | ROCEEDS | The same of the sa |
|--|--|--|--|
| | b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." | | s_2,989,800.00 |
| š. | Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. | | |
| | | Payments to Officers, Directors, & Affiliates | Payments to Others |
| | Salaries and fees | <u></u> \$ | s |
| | Parchase of real estate | | |
| | Purchase, rental or leasing and installation of machinery | | S |
| | Construction or leasing of plant buildings and facilities | 5 | |
| | Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) | ¬ 5 | F7 \$ |
| | Repayment of indebtedness | | |
| | Working capital | ٦s | © \$ 500,000.00 |
| | Other (specify): Payment for drilling and lease acquisitions | Someonia and Laboratoria | \$2,500,000.00 |
| | | | \$ |
| | Column Totals | s_0.00 | Ø\$ <u>3,000,000.0</u> |
| | Total Payments Listed (column totals added) | Z 2 <u>3</u> , | <u>000,000</u> |
| | D. FEDERAL SIGNATURE | | |
| i g | e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice pature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commis information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of t | sion, upon writte | |
| 58 | nier (Prim or Type) | Date | and the control of th |
| H | ubco Exploration, Inc. | February 18, 20 | 05 |
| ٧n | nne of Signer (Print or Type) Title of Signer (Print or Type) | en e | |
| lo: | ward Essner President | | |

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | | E. STATE SIGNATURE | | |
|----------|--|--|--|--|
| ١. | Is any party described in 17 CFR 230.262 prese provisions of such rule? | ently subject to any of the disqualification | Yes | No ⊠ |
| | See Ap | opendix, Column 5, for state response. | | |
| 2. | The undersigned issuer hereby undertakes to furn D (17 CFR 239.500) at such times as required by | rish to any state administrator of any state in which this notice is fill by state law. | ed a no | tice on Form |
| 3. | The undersigned issuer hereby undertakes to fur issuer to offerees. | rnish to the state administrators, upon written request, informati- | on furn | ished by the |
| 4. | * | er is familiar with the conditions that must be satisfied to be enti- in which this notice is filed and understands that the issuer claim that these conditions have been satisfied. | | |
| | ter has read this notification and knows the contents thorized person. | s to be true and has duly caused this notice to be signed on its behalf | fby the | undersigned |
| Issuer (| Print or Type) | Date Date | ······································ | underek data (Missian mendensen mendensen mendensen mendensen mendensen mendensen mendensen mendensen mendense |
| Hubco I | Exploration, Inc. | February 18, 200 | 5 | |
| Name (| Print or Type) | Title (Print or Type) | | <u></u> |

President

instruction;

Howard Essner

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.